

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:)	Chapter 11
)	
W.R. GRACE & CO., et al.,)	Case No. 01-1139 (JKF)
)	
Debtors.)	Objection Deadline: February 15, 2013 at 4:00 .m.
)	Hearing: Schedule if Necessary (Negative Notice)

**COVER SHEET TO EIGHTY-THIRD MONTHLY INTERIM APPLICATION OF
ORRICK, HERRINGTON & SUTCLIFFE LLP, BANKRUPTCY COUNSEL
TO DAVID T. AUSTERN, ASBESTOS PI FUTURE CLAIMANTS' REPRESENTATIVE, FOR
COMPENSATION FOR SERVICES RENDERED AND REIMBURSEMENT OF
EXPENSES FOR THE TIME PERIOD DECEMBER 1, 2012 THROUGH DECEMBER 31, 2012**

Name of Applicant:	Orrick, Herrington & Sutcliffe LLP ("Orrick")
Authorized to Provide Professional Services to:	David T. Austern, Asbestos PI Future Claimants' Representative (the "FCR")
Date of Retention:	As of February 6, 2006 pursuant to Order entered by the Court on May 8, 2006
Period for which compensation is sought:	December 1, 2012 through December 31, 2012
Amount of Compensation (100%) sought as actual, reasonable, and necessary:	\$115,850.50
80% of fees to be paid:	\$ 92,680.40
Amount of Expense Reimbursement sought as actual, reasonable and necessary:	\$ 870.19
Total Fees @ 80% and 100% Expenses:	\$93,550.59

This is an: interim monthly final application.

The total time expended for fee application preparation during this time period is 13.80 hours and the corresponding fees are \$5,651.00 and no expenses for Orrick's fee applications and 6.40 hours and \$2,070.00 in fees and no expenses for the FCR and/or his other professionals' fee applications. Any additional time spent for these matters will be requested in subsequent monthly interim applications.

This is Orrick's Eighty-Third interim fee application for the period December 1-31, 2012. Orrick has previously filed with the Court the following interim fee applications since January 1, 2011:

<u>Interim Period</u>	<u>Fees @ 100%</u>	<u>Fees @ 80%</u>	<u>Expenses @ 100%</u>	<u>Total Fees @ 80% & 100% Expenses</u>
Sixtieth Interim Period January 1-31, 2011	\$142,974.50	\$114,379.60	\$6,115.18	\$120,494.78
Sixty-First Interim Period February 1-28, 2011	\$195,201.25	\$156,161.00	\$3,054.18	\$159,215.18
Sixty-Second Interim Period March 1-31, 2011	\$141,980.50	\$113,584.40	\$5,731.66	\$119,316.06
Sixty-Third Interim Period April 1-30, 2011	\$154,351.50	\$123,481.20	\$2,133.98	\$125,615.18
Sixty-Fourth Interim Period May 1-31, 2011	\$291,949.00	\$233,559.20	\$2,719.72	\$236,278.92
Sixty-Fifth Interim Period June 1-30, 2011	\$264,461.50	\$211,569.20	\$1,596.62	\$213,165.82
Sixty-Sixth Interim Period July 1-31, 2011	\$183,305.50	\$146,664.40	\$2,125.45	\$148,769.85
Sixty-Seventh Interim Period August 1-31, 2011	\$217,453.75	\$173,963.00	\$4,824.26	\$178,787.26
Sixty-Eighth Interim Period September 1-30, 2011	\$85,516.00	\$68,412.80	\$528.14	\$68,940.94
Sixty-Ninth Interim Period October 1-31, 2011	\$95,133.50	\$76,106.80	\$1,485.24	\$77,592.04
Seventieth Interim Period November 1-30, 2011	\$76,170.00	\$60,936.00	\$1,446.67	\$62,382.67
Seventy-First Interim Period December 1-31, 2011	\$30,886.00	\$24,708.80	\$159.19	\$24,549.61
Seventy-Second Interim Period January 1-31, 2012	\$156,083.25	\$124,866.60	\$4,233.85	\$129,100.45
Seventy-Third Interim Period February 1-29, 2012	\$143,730.00	\$114,984.00	\$509.24	\$115,493.24
Seventy-Fourth Interim Period March 1-31, 2012	\$162,735.00	\$130,188.00	\$2,707.78	\$132,895.78
Seventy-Fifth Interim Period April 1-30, 2012	\$143,709.00	\$114,967.20	\$110.10	\$114,977.30
Seventy-Sixth Interim Period May 1-31, 2012	\$179,513.25	\$143,610.60	\$3,284.58	\$146,895.18
Seventy-Seventh Interim Period June 1-30, 2012	\$109,907.50	\$87,926.00	\$2,533.29	\$90,459.29
Seventy-Eighth Interim Period July 1-31, 2012	\$249,687.25	\$199,749.80	\$1,697.47	\$201,447.27
Seventy-Ninth Interim Period August 1-31, 2012	\$176,205.00	\$140,964.00	\$2,175.83	\$143,139.83
Eightieth Interim Period September 1-30, 2012	\$126,686.00	\$101,348.80	\$2,331.17	\$103,679.97
Eighty-First Interim Period October 1-31, 2012	\$210,928.00	\$168,742.40	\$1,960.37	\$170,702.77
Eighty-Second Interim Period Nov 1-30, 2012	\$56,173.00	\$44,938.40	\$1,812.36	\$46,750.76

To date, Orrick has received payments* since its January 2012 statement from the Debtors in the following amounts:

- \$129,100.45 representing 80% of fees and 100% of expenses for January 2012
- \$115,493.24 representing 80% of fees and 100% of expenses for February 2012
- \$132,895.78 representing 80% of fees and 100% of expenses for March 2012
- \$115,078.30 representing 80% of fees and 100% of expenses for April 2012
- \$146,895.18 representing 80% of fees and 100% of expenses for May 2012
- \$90,459.29 representing 80% of fees and 100% of expenses for June 2012
- \$201,447.27 representing 80% of fees and 100% of expenses for July 2012
- \$143,139.83 representing 80% of fees and 100% of expenses for August 2012
- \$103,679.97 representing 80% of fees and 100% of expenses for September 2012

*This list reflects payments received as of January 18, 2013.

Payments continued:

- \$ 92,509.65 representing 20% holdback of fees for January-March 2012
- \$170,702.77 representing 80% of fees and 100% of expenses for October 2012

COMPENSATION SUMMARY

DECEMBER 1-31, 2012

Name of Professional Person	Position of Applicant, No. of Years in Position, Prior Relevant Experience, Yr. Obtained License to Practice, <u>Area of Expertise</u>	Hourly Billing Rate	Total Billed Hours	Total Fees
Roger Frankel	Partner, 29 years in position; 41 years relevant experience; 1971, Restructuring	\$995	42.60	\$42,387.00
Peri N. Mahaley	Of Counsel, 20 years in position; 33 years relevant experience; 1979, Insurance	\$665	2.40	\$1,596.00
Richard H. Wyron	Partner, 23 years in position; 33 years relevant experience; 1979, Restructuring	\$875	34.30	\$30,012.50
Debra L. Felder	Associate, 10 years in position; 10 years relevant experience; 2002, Restructuring	\$650	56.50	\$36,725.00
Debra O. Fullem	Bankruptcy Research Specialist	\$270	19.00	\$5,130.00
TOTAL			154.80	\$115,850.50
Blended Rate: \$748.39				

COMPENSATION BY PROJECT CATEGORY**DECEMBER 1-31, 2012**

<u>Project Category</u>	<u>Total Hours</u>	<u>Total Fees</u>
Compensation of Professionals—Other	6.40	\$2,070.00
Compensation of Professionals—Orrick	13.80	\$5,651.00
Insurance	2.40	\$1,596.00
Litigation	132.20	\$106,533.50
TOTAL	154.80	\$115,850.50

EXPENSE SUMMARY**DECEMBER 1-31, 2012**

<u>Expense Category</u>	<u>Total</u>
CourtCall	\$60.00
Duplicating	\$30.00
Express Delivery	\$21.17
Travel—Air	\$759.02
TOTAL	\$870.19

Orrick's Client Charges and Disbursements Policy effective April 10, 2012, is as follows:

a. ***Duplicating*** -- It is Orrick's practice to charge all clients of the Firm for duplicating at the in-house rate of 20¢ per page; however, Orrick has reduced the duplicating cost to 10¢ per page in order to comply with the Local Rules of this Court. This charge includes the cost of maintaining the duplicating facilities and the actual cost involved with respect to the duplication. Color copies are charged at \$1.25 per page.

b. ***Long Distance Telephone and Facsimile Charges*** -- Orrick charges clients for long distance telephone calls but not for local telephone calls. Necessary mobile phone usage is reimbursed to professionals submitting an appropriate bill. Out-going facsimile transmissions are charged at \$1.75 per page, plus any long-distance calling cost, and there is no charge for incoming facsimiles.

c. ***Messenger and Courier Service*** -- It is Orrick's practice to use Federal Express or similar express mail delivery and third-party messenger services only in exigent circumstances (i.e., when needed to meet a deadline or when a next-day response from the recipient was necessary or beneficial to the case) and only when less costly than other available alternatives.

d. **Overtime** -- It is Orrick's practice to allow staff and certain paraprofessionals in its Washington D.C. office working more than 3 hours of overtime to charge a meal to the appropriate client at a meal charge of up to \$7.50. It is Orrick's practice to allow professionals and support staff to charge a car service or cab to the appropriate client when working at least 2 hours of overtime. Orrick endeavored not to incur overtime charges unless necessary to benefit the case and in certain exigent circumstances.

e. **Computerized Research** -- It is Orrick's practice to use computer-assisted legal research when it is efficient to do so. Use of fee based internet research services is charged at Orrick's cost.

Respectfully submitted,

ORRICK, HERRINGTON & SUTCLIFFE LLP

By:/S/ RICHARD H. WYRON

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Dated: January 22, 2013